

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

AGWAY FARM & HOME SUPPLY, LLC<sup>1</sup>,

Debtor.

Chapter 11

Case No. 22-10602 (JKS)

**Obj. Deadline: August 18, 2022 at 4:00 p.m. (ET)**

**SUMMARY OF FIRST MONTHLY FEE APPLICATION OF SHULMAN BASTIAN  
FRIEDMAN & BUI LLP, BANKRUPTCY COUNSEL TO THE DEBTOR, FOR  
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR  
THE PERIOD FROM JULY 5, 2022 THROUGH JULY 31, 2022**

Name of Applicant:

Shulman Bastian Friedman & Bui LLP

Authorized to Provide  
Professional Services to:

Debtor and Debtor in Possession

Date of Retention:

July 5, 2022 (effective July 5, 2022)

Period for which compensation  
and reimbursement is sought:

July 5, 2022 through July 31, 2022

Amount of Compensation sought as  
actual, reasonable and necessary  
legal services rendered:

\$89,666.00

Amount of Expense Reimbursement  
sought as actual, reasonable and  
necessary:

\$41.05

This is a(n):   X   monthly        interim        final application

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<sup>1</sup> The last four digits of the Debtor's federal tax identification number are 1247. The Debtor's address is 6606 W. Broad Street, Richmond, VA 23230.

**PRIOR APPLICATIONS FILED**

Dated Filed	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
N/A					

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**FIRST MONTHLY FEE APPLICATION OF SHULMAN BASTIAN FRIEDMAN & BUI  
LLP, BANKRUPTCY COUNSEL TO THE DEBTOR, FOR ALLOWANCE OF  
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD  
FROM JULY 5, 2022 THROUGH JULY 31, 2022**

Shulman Bastian Friedman & Bui LLP (“SBFB”), general bankruptcy counsel to Agway Farm & Home Supply, LLC, the debtor and debtor in possession (the “Debtor”), hereby submits its monthly fee application (the “Application”) for entry of an order pursuant to section 331 of title 11 of the United States Code, 11 U.S.C. §§101 et seq., as amended (the “Bankruptcy Code”) granting interim compensation in the amount of \$89,666.00 and reimbursement of expenses in the amount \$41.05 for the period from July 5, 2022 through July 31, 2022 (the “Compensation Period”), and in support thereof, SBFB respectfully represents as follows:

**JURISDICTION AND VENUE**

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §1334. This is a core proceeding pursuant to 28 U.S.C. §157(b)(2)(A) and (B).
2. Venue of this proceeding and this Application is proper in this District pursuant to 28 U.S.C. §§1408 and 1409.
3. The statutory predicate for the relief sought herein is section 331 of the Bankruptcy Code.

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<sup>1</sup> The last four digits of the Debtor’s federal tax identification number are 1247. The Debtor’s address is 6606 W. Broad Street, Richmond, VA 23230.

### **BACKGROUND**

4. On July 5, 2022 (the “Petition Date”), the Debtor filed a voluntary petition with the United States Bankruptcy Court for the District of Delaware (the “Court”) for relief under chapter 11 of the Bankruptcy Code. The Debtor is operating its business and managing its properties as debtor-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On July 18, 2022, an official committee of unsecured creditors (the “Committee”) was appointed in this case. No trustee or examiner has been appointed.

5. On July 13, 2022, the Debtor filed a Motion for Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (the “Administrative Compensation Motion”) [D.I. 54]. The deadline for filing objections to the Administrative Compensation Motion was 4:00 p.m. (ET) on July 27, 2022. No objections to the Administrative Compensation Motion were filed and on August 2, 2022 the Debtor submitted its Certification of Counsel and proposed form of order approving the Administrative Compensation Motion [D.I. 103]. On August 3, this Court entered an Order granting the Administrative Compensation Motion [D.I. 114].

6. On July 13, 2022, the Debtor filed an application seeking the retention and employment of Shulman Bastian Friedman & Bui LLP as bankruptcy counsel for the Debtor nunc pro tunc to the Petition Date [D.I. 50]. On August 2022, this Court entered an Order [D.I. 112] approving the retention of SBFB as bankruptcy counsel to the Debtor nunc pro tunc to the Petition Date.

7. Attached hereto as **Exhibit A** is a full and detailed statement describing the services rendered by each professional and paraprofessional at SBFB during the Compensation Period.

8. To apprise this Court of the legal services provided during the Compensation Period, SBFB sets forth the following summary of legal services rendered. The summary is intended only to highlight the general categories of services performed by SBFB on behalf of the Debtor; it is not intended to set forth each and every item of professional services which SBFB performed.

- **Estate Analysis**

This category includes time expended by SBFB in connection with addressing potential collection actions and employee claims.

SBFB expended 2.10 hours of time for a charge of \$1,075.50 for services rendered with respect to matters relating to estate analysis.

- **Asset Disposition**

This category includes time expended by SBFB in connection with the review and analysis of potential sale scenarios and the sale process. Such services included addressing issues and participating in numerous conferences relating to (1) strategy, (2) stalking horse offers for certain assets, (3) auction of remaining assets, (4) review and revise asset purchase agreement and motion to approve bid procedures for sale of intellectual property and certain equipment to True Value Company, (5) drafting of purchase agreement with Florida Hardware and participating in numerous conferences addressing issues relating to same, (6) preparing for and appearing at hearing on motion re de minimis asset sales, and (7) addressing timing issues re de minimis sale and stalking horse sales.

SBFB expended 34.80 hours of time for a charge of \$20,130.50 for services rendered with respect to matters relating to asset disposition.

- **Business Operations**

This category includes time expended by SBFB in connection with addressing issues related to the Debtor's business operations. Such included (1) preparing for and attending hearings on first day motions, (2) review and analysis of interim orders based on ruling at first day motions, (3) addressing issues relating to the cash management motion and various communications with Chase relating to same, (4) addressing issues relating to payables and operations, including budgetary issues, (5) addressing issues relating to the KERP/KEIP motion, and (6) preparing for and numerous correspondence and communications with various parties, including committee counsel to address sale efforts, budgeting issues and various other matters.

SBFB expended 22.90 hours of time for a charge of \$13,044.50 for services rendered with respect to matters relating to business operations.

- **Case Administration**

This category includes time expended by SBFB in connection with the review and analysis of multiple first-day motions, addressing issues relating to the same, including addressing issues raised by the OUST's office, and in the preparation for and attendance at the hearing on the first-day motions. This category includes time expended by SBFB in connection with (1) following up on pending items resulting from the first day hearing, (2) preparing for and attending call with the OUST relating to formation of a creditors' committee, (3) preparing motion to set bar date; (4) preparing for and attending initial debtor interview, (5) reviewing and analysis of documents and assisting with the preparation of the Debtor's schedules and statement of financial affairs, (6) multiple communications relating to case issues, strategy, reporting and administrative matters, and OUST compliance matters, (7) participating in numerous conference calls with the OUST addressing various case administrative matters. Lastly, this category

includes the analysis of various case administrative matters, calendaring of hearings and various related deadlines and updating and maintaining casefiles.

SBFB expended 47.70 hours of time for a charge of \$21,956.50 for services rendered with respect to matters relating to case administration.

- **Claims Administration & Objections**

This category includes analysis regarding potential claim issues, including review and responding to telephone calls from various parties relating to claims. Moreover, this category includes time spent in connection with preparation of the bar date motion and addressing issues relative to same.

SBFB expended 11.50 hours of time for a charge of \$5,966.50 for services rendered with respect to matters relating to claims administration and objections.

- **Employee Benefits and Pension**

This category includes reviewing of and addressing issues relating to (1) retention payments and potential alternatives, (2) review and analyze issues relating to KERP and KEIP plans, (3) preparation of motion to approve KERP and KEIP programs, (4) participating in numerous communications with parties addressing issues relating to the KERP and KEIP motion, including analysis of the OUST's and the Committee's inquires relating to same and addressing same with the OUST and the Committee.

SBFB expended 18.50 hours of time for a charge of \$9,967.50 for services rendered with respect to matters relating to employee benefits and pension.

- **Fee Application**

This category includes time expended by SBFB in connection with reviewing and addressing issues relative to the motion establishing interim compensation procedures, and in commencing drafting of the first monthly fee application of SBFB.

SBFB expended 2.10 hours of time for a charge of \$614.00 for services rendered with respect to matters relating to fee application.

- **Meeting of Creditors**

This category includes time expended by SBFB in connection with reviewing and addressing status of submission of IDI documents in preparation for the IDI meeting.

SBFB expended .10 hours of time for a charge of \$25.00 for services rendered with respect to matters relating to meeting of creditors.

- **Employment**

This category includes time expended by SBFB in connection with the preparation of employment applications on behalf of SBFB, and in assisting in the preparation of employment applications on behalf of (1) Focus Management Group, financial advisor, (2) ABC/Charles Klaus, chief liquidating officer, and (3) Richardson Kontogouris, et al., accountant. SBFB addressed issues regarding the various applications to employ professionals, including multiple communications with the OUST addressing and resolving concerns raised by the OUST. Moreover, this category includes time spent in connection with the preparation of a revised employment application on behalf of ABC/Charles Klaus.

SBFB expended 36.80 hours of time for a charge of \$16,833.50 for services rendered with respect to matters relating to employment applications.

- **General Litigation**

This category includes time expended by SBFB in connection with the review and exchange of correspondence relating to Nationwide settlement and employment of counsel.

SBFB expended .10 hours of time for a charge of \$52.50 for services rendered with respect to matters relating to general litigation.

9. The total sum due to SBFB for professional services rendered on behalf of the Debtor during for the Compensation Period is \$89,666.00. SBFB submits that the professional services it rendered on behalf of the Debtor during this time were reasonable and necessary.

10. SBFB incurred \$41.05 of expenses during the Compensation Period. A chart detailing the specific disbursements are attached hereto as **Exhibit B**.

11. The undersigned hereby attests that he has reviewed the requirements of Local Rule 2016-1 and this Application conforms to such requirements, including that copying charges were only \$.10 per page.

**WHEREFORE**, SBFB hereby requests pursuant to the procedures allowed in the Administrative Compensation Order: (i) interim allowance of compensation for necessary and valuable professional services rendered to the Debtor in the amount of \$89,666.00 and reimbursement of expenses in the amount of \$41.05 for the period from July 5, 2022 through July 31, 2022; (ii) payment in the total amount of \$71,773.85 (representing 80% of the total fees (\$71,732.80) billed and 100% of the expenses \$41.05 incurred during the Application Period); and (iii) such other relief as this Court deems just and proper.

Dated: August 8, 2022  
Wilmington, Delaware

**MORRIS JAMES LLP**

/s/ Brya M. Keilson

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Jeffrey R. Waxman (DE Bar No. 4159)

Brya M. Keilson (DE Bar No. 4643)

500 Delaware Avenue, Suite 1500

Wilmington, DE 19801

Telephone: (302) 888-6800

Facsimile: (302) 571-1750

E-mail: [jwaxman@morrisjames.com](mailto:jwaxman@morrisjames.com)

E-mail: [bkeilson@morrisjames.com](mailto:bkeilson@morrisjames.com)

and

**SHULMAN BASTIAN FRIEDMAN & BUI LLP**

Alan J. Friedman (admitted *pro hac vice*)

Melissa Davis Lowe (admitted *pro hac vice*)

Max Casal (admitted *pro hac vice*)

100 Spectrum Center Drive, Suite 600

Irvine, CA 92618

Telephone: (949) 340-3000

Facsimile: (949) 340-3400

E-mail: [afriedman@shulmanbastian.com](mailto:afriedman@shulmanbastian.com)

E-mail: [m Lowe@shulmanbastian.com](mailto:m Lowe@shulmanbastian.com)

E-mail: [mcasal@shulmanbastian.com](mailto:mcasal@shulmanbastian.com)

*Counsel to the Debtor and Debtor in Possession*